ORIGINAL

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of	)
	)
ARCH COMMUNICATIONS GROUP, INC. and PAGING NETWORK, INC.	) WT Docket No. 99-365) File No. 0000053846, *et al.*) DA 99-3028
For Consent to Transfer Control of Paging, Narrowband PCS, and Other Licenses	))

To: Chief, Wireless Telecommunications Bureau

SUPPLEMENT TO PETITION FOR RECONSIDERATION OR INFORMAL COMPLAINT

Metrocall, Inc. ("Metrocall"), by its attorneys and pursuant to Section 1.41 of the Commission's Rules, 47 C.F.R. § 1.41, hereby respectfully submits this Supplement to its Petition for Reconsideration or Informal Complaint (the "Petition")[1] in the above-captioned proceeding, to provide the Commission with pertinent portions, attached hereto as Supplemental Exhibit One, of Arch Communications Group, Inc.'s ("Arch") amended SEC Form S-4, filed with the Securities Exchange Commission ("SEC") on or about September 12, 2000, and supplement to its proxy statement (the "Supplemental Proxy"), filed with the SEC on or about September 14, 2000. Supplemental Exhibit One provides a further description of the changes in Arch's credit facility.

As stated in the documents in Supplemental Exhibit One, the Amended Plan filed in PageNet's Chapter 11 proceedings will "require Arch to seek the consent of its bank lenders to amend its secured credit facility to require a reduction of between $110.0 million and $130.0 million in Arch's outstanding borrowings within one year after the merger takes place." According to the amended S-4 and Supplemental Proxy, "Arch expects to fund this reduction in borrowings through sales of assets selected by Arch and acceptable to the banks, or through the issuance of equity securities[.]"

The changes in Arch's financing required by the Amended Plan, as more particularly described in the S-4 and the Supplemental Proxy, provide additional evidence in connection with the apparent "major changes" to Arch's previously-approved Merger Applications. In particular, according to the S-4, Arch earlier this year obtained a commitment for a consolidated credit facility to be used in part to repay certain PageNet obligations upon closing of the merger. Now, the Amended Plan will apparently "require" Arch to amend its secured credit facility to pay down a significant portion of its borrowings long before their maturity. It is evident from the attached portions of the S-4 that Arch is "leveraged to a substantial degree," and that significant financing contingencies must be met if Arch is to be able to complete the proposed merger with PageNet. See Supplemental Exhibit One.

Although paging applicants are not required to submit a showing of their financial qualifications, they are nonetheless required to be financially qualified to "render the proposed service." See 47 C.F.R. § 22.7. The required changes to the secured credit facility are sufficiently material to Arch's finances and operations to warrant disclosure to the SEC. Arch's contemplated amended credit facility thus raises questions as to whether Arch has the financial wherewithal to fully and successfully implement its merger with PageNet as proposed in the Merger Applications without resorting to a "fire sale" of the post-merger company's FCC license assets.

[1] The Petition was filed on September 12, 2000. Capitalized terms not otherwise defined herein will have the meaning ascribed to them in the Petition.

The language of Arch's recent S-4 filing and Supplemental Proxy also provides additional evidence of an unauthorized transfer of control to Arch's lenders. Pursuant to the Amended Plan, Arch is being "require[d]" to seek to amend this secured credit facility in the manner described: apparently, the secured creditors wield enough influence to demand an aggressive pay-down schedule, rather than accepting their March 2000 commitment to obtain repayment over five years. More importantly, a failure by Arch to reduce its debt (through the sale of FCC licenses or by brining in new owners) will itself be a default under the amended credit facility; nothing in any description of the credit facility indicates that such a default is in any way dependent on whether Arch is otherwise making timely payments.

Arch's only current options for making the required repayment under the contemplated amended secured credit facility appear to involve selling off assets (as demonstrated by the Exhibits to the Petition, those assets will almost surely be FCC licenses) or bringing in new equity. Either event would normally be subject to FCC scrutiny: a sale of licenses, or a substantial change in control of the company holding licenses, and to whom, are matters that are subject to public comment and FCC approval. See 47 U.S.C. § 309(b), (d). The Exhibits to the Petition demonstrate that particular licenses have already been "selected" for sale by the lenders. When Metrocall raised the transfer of control issues, Arch and its lenders revised the language of the proposed credit facility amendments to delete references to SMR licenses, but not change the substance: Arch is highly unlikely to make the necessary repayments under the credit facility unless it sells off some of its FCC assets, and Arch's selection of the assets to be sold must be accepted by the lenders.

The lenders apparently have sufficient control over Arch to dictate new payment obligations under an existing credit facility, and exercise "veto" power over which corporate assets will be sold to satisfy those new obligations. The Arch credit facility thus presents a highly unusual level of control, even for secured creditors. While it is not uncommon for loan arrangements to grant secured creditors some rights to prevent a debtor from disposing of assets to a degree that would significantly diminish the collateral available to those creditors, Arch's lenders have been granted a much broader power: the right to determine which specific corporate assets may be sold, and which are to be retained.

Finally, the fact that all of these financing arrangements were disclosed to the SEC even after Metrocall raised the issue of an unauthorized transfer of control before the FCC, suggests that Arch and its lenders are firmly committed to their plans to dispose of FCC licenses acquired from the PageNet merger. At a minimum, the FCC and the public are entitled to know the extent of the lenders' control over Arch, and the identity of the FCC licenses that will be sold post-merger.

For the reasons stated herein, and in the Petition, Metrocall respectfully requests that the Commission grant the relief requested in the Petition.

Respectfully submitted,

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September 18, 2000

SUPPLEMENTAL EXHIBIT ONE

all obligations of Benbow under the Benbow preferred stock, promissory note and consulting agreement. Effective April 8, 2000, pursuant to its guarantee, Arch issued 2.9 million shares of common stock to PageCall's former stockholders in exchange for their Benbow preferred stock and promissory note.

In exchange for its issuance of common stock pursuant to its guarantee, Arch received from Benbow a promissory note and non-voting, non-convertible preferred stock of Benbow with an annual yield of 14.5% payable upon an acquisition of Benbow or earlier to the extent that available cash and applicable law permit. Arch recorded the issuance of $22.8 million of its common stock in additional paid-in capital and as a charge to operations as a result of its satisfaction of this obligation in April 2000.

Sources of Funds

Arch believes that its capital needs for the foreseeable future will be funded with borrowings under current and future credit facilities, net cash provided by operations and, depending on Arch's needs and market conditions, possible sales of equity or debt securities. For additional information, see Note 3 to Arch's consolidated financial statements. Arch's ability to borrow in the future will depend, in part, on its ability to continue to increase its adjusted earnings before interest, taxes, depreciation and amortization.

Recent Issuance of Notes

In June 1999, a subsidiary of Arch issued $147.0 million principal amount of 13 3/4% senior notes due 2008 in a private placement pursuant to Rule 144A under the Securities Act of 1933. The notes were sold at 95.091% of the face amount for net proceeds of $134.6 million.

Credit Facility

An Arch subsidiary has a senior credit facility that currently permits it to borrow up to $577.9 million consisting of (1) a $175.0 million reducing revolving Tranche A facility, (2) a $100.0 million Tranche B term loan and (3) a $302.9 million Tranche C term loan.

The Tranche A facility will be reduced on a quarterly basis commencing on September 30, 2000 and will mature on June 30, 2005. The Tranche B term loan will be amortized in quarterly installments commencing September 30, 2000, with an ultimate maturity date of June 30, 2005. The Tranche C term loan began amortizing in annual installments on December 31, 1999, with an ultimate maturity date of June 30, 2006. For more details, see Annex C to this prospectus.

On March 23, 2000, the senior credit facility was amended to add a $746.6 million Tranche B-1 term loan to be used to repay obligations under PageNet's existing credit facility upon completion of the pending PageNet merger. The Tranche B term loan will be amortized in quarterly installments commencing March 31, 2000, with an ultimate maturity date of June 30, 2006.

PageNet's bankruptcy plan requires Arch to amend its secured credit facility to require a reduction of between $110.0 million and $130.0 million in Arch's outstanding borrowings within one year after the merger takes place. Although Arch expects to fund this reduction in borrowings through sales of assets selected by Arch and acceptable to the banks, or through the issuance of equity securities, no assurance can be given that Arch will do so. A failure to reduce the borrowings would constitute a default under the secured credit facility. A reduction in borrowings funded by asset sales would reduce the combined company's total assets and total indebtedness by approximately $110.0 million to $130.0 million, would reduce annual interest by approximately $11.0 million to $13.0 million and would reduce annual amortization expense by approximately $11.0 million to $13.0 million. A reduction in borrowings funded by

the issuance of equity securities would reduce total indebtedness by approximately $110.0 million to $130.0 million and would reduce annual interest expense by approximately $11.0 million to $13.0 million.

Equity Issued in Exchange for Debt

In October 1999, Arch issued 809,545 shares of Arch common stock, which had a weighted average closing price of $4.03 per share as of the dates of the transactions, and warrants to purchase 540,487 shares of Arch common stock for $9.03 per share in exchange for $8.9 million principal amount of Arch convertible debentures. Arch also issued 2,327,120 shares of Arch common stock, which had a weighted average closing price of $4.01 per share as of the dates of the transactions, in exchange for $16.3 million accreted value ($19.0 million maturity value) of its senior discount notes.

In February and March 2000, Arch issued 285,715 shares of its common stock, which had a closing price of $10.875 per share as of the date of the transaction, in exchange for $3.5 million principal amount of Arch convertible debentures. Arch also issued 11,640,321 shares of its common stock, which had a weighted average closing price of $12.87 per share as of the dates of the transactions, in exchange for $157.4 million accreted value ($176.0 million maturity value) of its senior discount notes.

In May 2000, Arch issued 1,000,000 shares of its Series D convertible preferred stock in exchange for $91.1 million accreted value ($100.0 million maturity value) of senior discount notes held by various entities affiliated with Resurgence Asset Management L.L.C. Upon completion of the merger, the Series D convertible preferred stock will automatically convert into a total of 6,613,180 shares of common stock. The other terms of the Series D preferred stock are described under "Description of Arch's Equity Securities."

Following these transactions, on June 30, 2000, Arch had $1.0 million principal amount of the convertible debentures and $159.6 million accreted value ($172.4 million maturity value) of discount notes outstanding.

INFLATION

Inflation has not had a material effect on Arch's operations to date. Systems equipment and operating costs have not increased in price and wireless messaging units have tended to decline in recent years. This reduction in costs has generally been reflected in lower prices charged to subscribers who purchase their wireless messaging units. Arch's general operating expenses, such as salaries, employee benefits and occupancy costs, are subject to normal inflationary pressures.

RECENT AND PENDING ACCOUNTING PRONOUNCEMENTS

Arch's leverage will still be significant following the merger and may continue to burden Arch's operations, impair its ability to obtain additional financing, reduce the amount of cash available for operations and make Arch more vulnerable to financial downturns than if it had less debt

Arch expects to remain leveraged to a substantial degree following the merger, with a ratio of pro forma total debt, total assets to adjusted earnings before interest, income taxes, depreciation and amortization of 4.3 to 1 as of June 30, 2000, assuming the exchange of all currently outstanding Arch discount notes, or 4.6 to 1 assuming no exchange of any currently outstanding Arch discount notes. Arch's total debt would be $1.8 billion assuming exchange of all notes and $2.0 billion assuming no further exchange of notes.

Adjusted earnings before interest, income taxes, depreciation and amortization is not a measure defined in generally accepted accounting principles and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with generally accepted accounting principles. Adjusted earnings before interest, income taxes, depreciation and amortization, as determined by PageNet and Arch, may not necessarily be comparable to similarly titled data of other wireless messaging companies.

Leverage may:

- impair Arch's ability to obtain additional financing necessary for acquisitions, working capital, capital expenditures or other purposes on acceptable terms, if at all; and

- require a substantial portion of Arch's cash flow to be used to pay interest expense; this will reduce the funds which would otherwise be available for operations and future business opportunities.

Arch may not be able to reduce its financial leverage as it intends, and may not be able to achieve an appropriate balance between growth which it considers acceptable and future reductions in financial leverage. If Arch is not able to achieve continued growth in earnings before interest, income taxes, depreciation and amortization, it may be precluded from incurring additional indebtedness due to cash flow coverage requirements under existing or future debt instruments.

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Restrictions under Arch's debt instruments may prevent Arch from declaring dividends, incurring or repaying debt, making acquisitions, altering its lines of business or taking other actions which its management considers beneficial

Various debt instruments impose operating and financial restrictions on Arch. Arch's senior credit facility requires various Arch operating subsidiaries to maintain specified financial ratios, including a maximum leverage ratio, a minimum interest coverage ratio, a minimum debt service coverage ratio and a minimum fixed charge coverage ratio. It also limits or restricts, among other things, Arch's operating subsidiaries' ability to:

- declare dividends or repurchase stock;

- incur or pay back indebtedness;

- engage in mergers, consolidations, acquisitions and asset sales; or

- alter its lines of business or accounting methods, even though these actions would otherwise benefit Arch.

A breach of any of these covenants could result in a default under the senior credit facility and/or other debt instruments. Upon the occurrence of an event of default, the creditors could elect to declare all amounts outstanding to be immediately due and payable, together with accrued and unpaid interest. If Arch were unable to repay any such amounts, the senior creditors could proceed against any collateral securing the indebtedness. If the lenders under the senior credit facility or other debt instruments accelerated the payment of such indebtedness, there can be no assurance that the assets of Arch would be sufficient to repay in full such indebtedness and other indebtedness of Arch.

Arch may need additional capital to expand its business which could be difficult to obtain. Failure to obtain additional capital may preclude Arch from developing or enhancing its products, taking advantage of future opportunities, growing its business or responding to competitive pressures

Arch's business strategy requires substantial funds to be available to finance the continued development and future growth and expansion of its operations, including the development and implementation of advanced messaging services and possible acquisitions. Arch's future capital requirements will depend upon factors that include:

- subscriber growth;

- the type of wireless messaging devices and services demanded by customers;

- technological developments;

- marketing and sales expenses;

- competitive conditions;

- the scope and timing of Arch's strategy for developing technical resources to provide advanced messaging services; and

- acquisition strategies and opportunities.

Arch cannot be certain that additional equity or debt financing will be available to Arch when needed on acceptable terms, if at all. If sufficient financing is unavailable when needed, Arch may be unable to develop or enhance its products, take advantage of future opportunities, grow its business or respond to competitive pressures or unanticipated needs.

Obsolescence in company-owned units may impose additional costs on Arch

Technological change may adversely affect the value of the units owned by Arch and PageNet that are leased to their subscribers. If Arch's or PageNet's current subscribers request more technologically advanced units, including pagers which can send and receive messages, the combined company could incur additional inventory costs and capital expenditures if required to replace units leased to its subscribers within a short period of time. Such additional costs or capital expenditures could have a material adverse effect on the combined company's results of operations.

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Because Arch depends on Motorola for pagers and on Glenayre and Motorola for other equipment, Arch's operations may be disrupted if it is unable to obtain equipment from them in the future

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SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934

FILED BY THE REGISTRANT [X]   FILED BY A PARTY OTHER THAN THE REGISTRANT [ ]

Check the appropriate box:
[ ] Preliminary Proxy Statement
[ ] Definitive Proxy Statement
[X] Definitive Additional Materials
[ ] Soliciting Material Pursuant to sec.240.14a-11(c) or sec.240.14a-12
[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

ARCH COMMUNICATIONS GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):
[ ] No fee required.
[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

[X] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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[ARCH LOGO]

SUPPLEMENT DATED SEPTEMBER 15, 2000
TO PROXY STATEMENT DATED SEPTEMBER 5, 2000

This supplement updates some of the information contained in our proxy statement dated September 5, 2000 and should be read in conjunction with the proxy statement.

RECENT DEVELOPMENTS

On September 8, 2000 the U. S. bankruptcy court approved PageNet's disclosure statement for use in PageNet's chapter 11 proceeding and scheduled a hearing on confirmation of PageNet's plan of reorganization for October 26, 2000. The Court also dismissed without prejudice a motion to permit Metrocall, Inc. to submit a competing plan of reorganization.

The plan of reorganization and the merger agreement have been amended to provide that PageNet's senior subordinated noteholders will receive 84,917,844 shares of Arch common stock in the merger and PageNet's stockholders will receive 5,000,000 shares. The total number of shares to be issued to both groups has not changed. PageNet noteholders are expected to hold 48.2% of Arch's common stock following the merger and Arch's exchange offer for its 10 7/8% discount notes, assuming that all outstanding notes are exchanged, and PageNet stockholders are expected to hold 2.9%.

The plan of reorganization has been further amended to require Arch to seek the consent of its bank lenders to amend its secured credit facility to require a reduction of between $110.0 million and $130.0 million in Arch's outstanding borrowings within one year after the merger takes place. Although Arch expects to fund this reduction in borrowings through sales of assets selected by Arch and acceptable to the banks, or through the issuance of equity securities, no assurance can be given that Arch will do so. A failure to reduce the borrowings would constitute a default under the secured credit facility. A reduction in borrowings funded by asset sales would reduce the combined company's total assets and total indebtedness by approximately $110.0 million to $130.0 million, would reduce annual interest expense by approximately $11.0 million to $13.0 million and would reduce annual amortization expense by approximately $11.0 million to $13.0 million. A reduction in borrowings funded by the issuance of equity securities would reduce total indebtedness by approximately $110.0 million to $130.0 million and would reduce annual interest expense by approximately $11.0 million to $13.0 million.
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CERTIFICATE OF SERVICE

I, Veronica Blakeney, a secretary with the law firm of Alston & Bird LLP, hereby certify that on the 18th day of September, 2000, I served the foregoing Supplement to Petition for Reconsideration or Informal Complaint by first-class U.S. mail, postage prepaid, upon the following:

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* denotes hand delivery

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